**PCA 2009-SU-020 / FDPA 2009-SU-020**
**TRUSTEES OF THE LIGHT GLOBAL MISSION CHURCH**
**AND PENDER, LLC**
**PROFFER**

September 14, 2009
October 12, 2009
October 20, 2009
November 10, 2009
November 17, 2009
December 1, 2009
December 15, 2009
September 12, 2011

Pursuant to §15.1-2203(A) of the Code of Virginia (1950), as amended, the property owners, Trustees of the Light Global Mission Church and Atlantic Realty Companies, Inc., for themselves and their successors and assigns, (hereinafter referred to together as the "Applicant") proffer that the development of the parcels under consideration identified on the Fairfax County Tax Maps as Parcels 46-3((1)) 15A1, 15A2 and 15A3 (hereinafter referred to collectively as the "Property"), will be in accordance with the following conditions, if and only if, the application, PCA/FDPA 2009-SU-020, is granted. These proffered development conditions, if accepted by the Board of Supervisors, shall supersede all previously proffered development conditions applicable to the Property. The proffered development conditions are as follows:

**DEVELOPMENT PLAN**

1. The Property shall be developed in substantial conformance with the Conceptual Development Plan/Final Development Plan dated May 23, 2011 and prepared by Urban, Ltd., Sheets 10-13 prepared by Rounds VanDuzer Architects, PC, (the "Development Plan"), as further modified by these proffered conditions.

2. Pursuant to Paragraph 4 of Section 16-204 of the Zoning Ordinance, minor modifications from the Development Plan may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the Development Plan without requiring approval of a PCA or FDPA provided such changes are in substantial conformance with the Development Plan as determined by the Zoning Administrator, and shall neither increase the total gross square footage, decrease the amount of required parking,

decrease the amount of open space, nor decrease the distance from buildings to the closest property line. Any such modifications shall not impact the limits of clearing and grading and buffers shown on the Development Plan.

3. A. The project shall be developed in phases consisting of the following permitted uses:

**PERMITTED LAND USES AND GROSS FLOOR AREA**

| BUILDING | GFA RANGE | LEVELS | USES |
|---|---|---|---|
| Grocery / Building A | 48,756 – 55,000 square feet | 1 Level + Mezzanine | Grocery Store & Retail w/ in-Store Services Including Bank, ATM, Cleaners, Cafe |
| Building B1 | 4,800-9,600 square feet | 1 or 2 Levels | Retail, Office, Medical Care Facility, Business Service and Supply, Eating Establishments, Financial Institutions, Personal Service, Repair Service, Community Uses (up to 10,000 SF), Bank, Pharmacy, Fast Food Restaurants, Quick Service Food Store, Veterinary Hospital**, Garment Cleaning Establishments, Private Schools of Special Education |
| Building B2 | 70,321 – 81,715 square feet | 2 Levels | Retail, Office, Medical Care Facility, Business Service and Supply, Eating Establishments, Financial Institutions, Personal Service, Repair Service, Community Uses (up to 10,000 SF), Bank, Pharmacy, Fast Food Restaurants, Quick Service Food Store, Health Club (Fitness Center up to 15,000 SF), Veterinary Hospital**, Garment Cleaning Establishments, Private Schools of Special Education |
| Commercial Pad | 3,650 – 4,000 square feet | 1 or 2 Levels | Drive-thru bank, Financial Institution, Office, Retail, Eating Establishment |
| **Total Maximum GFA for Buildings A, B1, B2 & Commercial Pad** | **138,921 square feet** | | |
| **Existing Office Building/Church** | **76,577 square feet** | 2 Levels | Church, Place of Worship for 800 Seats, Church Office and Administration, Health Club (Fitness Center up to 15,000 SF), Child Care with a maximum daily enrollment of 200 Children, Office, Financial Institution, Scientific Research and Development, Repair Service, Personal Service |
| Independent Living Facility (Building D) | 90,000 square feet | 4 Levels | Independent Living Facility, multifamily dwelling units |
| | | | |
| | | | |
| | | | |
| ***Total GFA (entire site)*** | ***305,498 square feet**** | | |

**Veterinary hospitals and fast food restaurants shall be allowed only in conformance with the use restrictions found in Section 6-206 of the Zoning Ordinance.

B. The church use shall have a maximum number of 800 seats.

C. The Applicant shall lease a minimum of 20,000 square feet in Building A to a full-service grocery store user (i.e., not a convenience retail or quick service food store use).

D. It is intended that the "existing office building" (Building C) shall remain as is, subject to the architectural compatibility commitments herein. The maximum building height shall not exceed 45 feet.

4. A. The Applicant shall provide parking in accordance with parking standards and provisions of Article 11 of the Fairfax County Zoning Ordinance for all uses developed on the Property. In the event a parking reduction or shared parking arrangement for the uses on the Property is approved by the Board of Supervisors, the Applicant reserves the right to reduce the parking within the parking area footprints shown on the Development Plan, so long as such reduction is in conformance with Article 11 and these proffers. In no event shall any parking spaces be placed in any area designated for open space on the Development Plan.

B. The Applicant may, at its discretion, submit a shared parking application for the uses contained within Building C. However, in no event shall parking for the church use be provided at less than the minimum parking ratio of one space per three seats in the church.

C. Prior to each site plan approval or issuance of each Non-residential Use Permit, parking tabulations shall be provided to DPWES for review and approval, demonstrating that parking requirements are met.

**TRANSPORTATION**

5. Prior to final site plan approval of the first site plan, or on demand by the Board of Supervisors, whichever occurs first, the Applicant shall dedicate and convey in fee simple, and at no cost, to the Board of Supervisors right of way along the Property's Fair Ridge Drive frontage as shown on the Development Plan.

6. Prior to the issuance of the first non-residential use permit (Non-RUP) for any new building, the Applicant shall construct the following road improvements, as shown on the Development Plan as approved by VDOT:

**Route 50 Transportation Improvements:**

A. Construct a second eastbound left turn bay along Route 50 to accommodate two eastbound left turn bays (one existing and one proposed) along eastbound Route 50 at Fair Ridge Drive, as depicted on the Development Plan. The double left turn bays will be constructed to accommodate a 500 foot turn bay with a 150 foot taper.

B. Construct a westbound right turn bay for direct access into the Pender Development. The right turn bay will be constructed just west of Fair Ridge Drive. The right turn bay will be constructed to accommodate a 450 foot right turn bay with a 200 foot taper along westbound Route 50.

C. Modify the existing traffic signal at Fair Ridge Drive and Route 50 to accommodate the eastbound double left along Route 50, as well as the widening of Fair Ridge Drive.

D. Construct a 10 foot wide asphalt trail along Route 50 frontage, as shown on the Development Plan.

**Fair Ridge Drive Roadway Transportation Improvements:**

E. Widen Fair Ridge Drive to accommodate two (2) northbound lanes and four (4) southbound lanes (for a total of six (6) lanes along the north side of Route 50). The southbound lane configuration will accommodate a left turn bay, through-left lane, and two (2) right turn lanes. All lane transitions will be reviewed and agreed upon by VDOT and Fairfax County prior to installation.

F. Fair Ridge Drive will be constructed with a four foot wide median from Route 50 to the first main entrance to the Pender site.

7. Prior to bond release for Site Plan 10310-SP-001, the Applicant shall install pedestrian signal heads and a pedestrian crosswalk across Route 50 at the Alder Wood Drive intersection with Route 50, subject to the following conditions:

A. the pedestrian signal heads and pedestrian crosswalk shall be installed as approved by VDOT;

B. if the pedestrian signal heads and the crosswalk and any associated road improvements are determined to be off-site roadway projects in accordance with the Fairfax Center Area Road Fund procedural guidelines, the Applicant shall be refunded from the Fairfax Center Area Road Fund the cost of the pedestrian signal heads and the pedestrian crosswalk and any associated road improvements, minus the amount equivalent to the estimated cost of installation of pedestrian signal heads at both the Fair Ridge Drive and Alder Wood Drive intersections with Route 50;

C. If, for any reason, (i) the pedestrian crosswalk and any associated road improvements are not approved by VDOT, or (ii) the cost of such improvements will not be refunded to the Applicant pursuant to subparagraph (B), then, in lieu of installing the pedestrian signal heads and constructing the pedestrian crosswalk and any associated road improvements, the Applicant shall escrow with the County funds in the amount of the estimated cost of installation of pedestrian signal heads, without a pedestrian crosswalk and any associated road improvements, at both the Fair Ridge Drive and Alder Wood Drive intersections with Route 50, to be used for pedestrian improvements at these intersections or in the vicinity.

8. Applicant shall contribute to the Fairfax Center Area Road Fund in accordance with the Procedural Guidelines adopted by the Board of Supervisors on November 22, 1982, as amended, subject to credit for all creditable expenses as determined by the Fairfax County Department of Transportation and/or DPWES.

9. A. Where the internal pedestrian system crosses the travelways of the parking lots, crosswalks shall be provided; these may be either pavement treatments or pavement painting which clearly mark the pedestrian pathways, to the satisfaction of DPWES.

B. Crosswalks shall be provided across travel aisles between the proposed location of the day care and the playground. Such crosswalks shall be constructed as raised

crosswalks of materials different from the surrounding parking lot (such as stamped asphalt or pavers), and shall be signed as pedestrian crosswalks.

**ENVIRONMENT**

10. A. All storm water management facilities constructed on the Property and/or associated with the development shall be Best Management Practices (BMP) facilities in accordance with the requirements of the Water Supply Protection Overlay District (WSPOD), as determined by DPWES. In addition, these facilities shall be designed to provide storage capacity of a minimum of five (5%) percent in excess of the design storm requirements required by the Public Facilities Manual, all as determined by DPWES.

B. During initial Site Plan submission, the Applicant shall coordinate with DPWES to determine appropriate types and locations for LID techniques/BMP facilities, and shall implement such recommendations. Innovative BMP facilities shall be installed throughout the site to include, but not be limited to, underground vaults, porous pavers and grasscrete travel way for fire access to the substation, as approved by DPWES.

C. In order to protect the Resource Protection Area (RPA) on-site construction phase of development, erosion and sedimentation control measures designed to achieve up to 90% sediment trapping efficiencies or greater as feasible, as determined by DPWES, shall be implemented in conformance with the methods recommended by the Virginia Soil and Water Conservation District in the Virginia Erosion and Sediment Control Handbook. All such activities shall be subject to approval by DPWES.

11. Bicycle racks or other bicycle parking for at least 10 bikes shall be provided near the entrance of Buildings A and B2.

12. A. The Applicant shall conform strictly to the limits of clearing and grading as shown on the Development Plan, subject to allowances specified in these proffered conditions and for the installation of fences, utilities and/or trails as determined necessary by the Director of DPWES. If it is determined necessary to install fences, utilities, and/or trails in areas protected

by the limits of clearing and grading as shown on the Development Plan, they shall be located in the least disruptive manner necessary as determined by UFM. A replanting plan shall be developed and implemented, subject to approval by UFM and for any areas protected by the limits of clearing and grading that must be disturbed for such fences, trails and/or utilities. Applicant shall preserve trees in those areas designated on the Development Plan as buffers and those areas shown to be protected by the limits of clearing and grading.

B. All tree preservation-related work occurring in or adjacent to the limits of clearing and grading shall be accomplished in a manner that minimizes damage to vegetation to be preserved, including any woody, herbaceous or vine plant species that occurs in the lower canopy environment, and to the existing top soil and leaf litter layers that provide nourishment and protection to that vegetation. Removal of any vegetation, if any, or soil disturbance within the limits of clearing and grading, including the removal of plant species that may be perceived as noxious or invasive, such as poison ivy, greenbrier, multi-floral rose, etc. shall be subject within the limits of clearing and grading to the review and approval of UFM. The use of equipment within the limits of clearing and grading will be limited to hand-operated equipment such as chainsaw, wheel barrows, rake and shovels. Any work that requires the use of equipment, such as skid loaders, tractors, trucks, stump-grinders, etc., or any accessory or attachment connected to this type of equipment shall not occur unless pre-approved by UFM.

C. The Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting with the UFM to be held prior to any clearing and grading. During the walk-through meeting, the Applicant's certified arborist or landscape architect shall walk such limits of clearing and grading with an UFM representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented; provided, however, that no adjustment shall be required that would affect the location of buildings, including a requirement for additional retaining walls in excess of two feet in height. Trees that are identified specifically by UFM in writing as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids

damage to surrounding trees and associate understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associate understory vegetation and soil conditions.

D. The limits of clearing and grading shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees, shall be erected at the limits of clearing and grading adjacent to the tree preservation areas as shown on the phase I and II erosion sediment control sheets. All tree protection fencing shall be installed after the walk-through meeting described in Proffer 15.B above but prior to any clearing and grading activities. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist and UFM, and accomplished in a manner that does not harm existing vegetation that is to be preserved. At least ten (10) days prior to the commencement of any clearing or grading activities adjacent to the tree preservation areas, but subsequent to the installation of the tree protection devices, the UFM, DPWES shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFM.

E. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the respective public improvement/site plan submission. The details for these treatments shall be reviewed and approved by UFM, accomplished in a manner that protects adjacent vegetation to be preserved, and may include, but not be limited to the following: (1) root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches; (2) root pruning shall take place prior to any clearing and grading; (3) root pruning shall be conducted with the supervision of a certified arborist; and (4) a UFM representative shall be informed when all root pruning and tree protection fence installation is complete.

F. During any clearing or tree/vegetation removal in the areas adjacent to the tree preservation areas, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by UFM. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFM approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by UFM. The Sully District Supervisor shall be notified of the name and contact information of the Applicant's representative responsible for site monitoring at the tree preservation walk-through meeting described in Par. C. above.

G. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees 6 inches in diameter or greater located on the Application Property that are shown to be saved on the Tree Preservation Plan. These trees and their value shall be identified on the Tree Preservation Plan at the time of the first submission of the respective public improvement/site plan(s). The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the Guide for Plan Appraisal published by the International Society of Arboriculture, subject to review and approval by UFM.

H. At the time of the respective public improvement/site plan approvals, the Applicant shall both post a cash bond and a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined in accordance with Proffer 15.G above (the "Bonded Trees") that die or are dying due to unauthorized construction activities. The letter of credit shall be equal to 50% of the replacement value of the Bonded Trees. The cash bond shall consist of 33% of the amount of the letter of credit. At any time prior to final bond release, should any Bonded Trees die, be removed, or are determined to be dying by UFM due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size, species and/or canopy cover as approved by UFM. In addition to this replacement obligation, the Applicant shall also make a ·payment equal to the value of any Bonded Tree that

is dead or dying or improperly removed due to unauthorized activity. This payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for furtherance of tree preservation objectives. Upon release of the bond any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant.

I. All of the open space buffers along the Property's northern and western property lines shall be maintained as undisturbed open space subject to the necessary installation of utilities in the least disruptive manner and the removal of dead, dying or invasive vegetation.

**LANDSCAPING**

13. A. As a part of the site plan submissions for each phase of the project, a landscaping plan will be submitted to DPWES for review and approval. Such landscaping plans shall conform to the design shown on the Development Plan, provided, however, that with the specific concurrence of Urban Forest Management, the Applicant may substitute vegetative materials and alter their location to accommodate engineering considerations. The vegetative density will be as represented on the Development Plan. The Applicant shall maintain the landscaping in good condition and promptly replace dead landscaping with similar species.

B. All canopy trees shall be minimum 3" - 3.5" caliper.

C. Landscaping shall be provided adjacent to the loading area for Building A as shown on the Development Plan.

14. The plaza and paved areas will be designed and constructed in conformance with the concepts depicted on the Development Plan, provided, however, that, subject to the approval of DPWES and Urban Forest Management, the specific distribution and location of landscaping, walkways, and focal seating areas may be modified to accommodate the design theme for the Property selected by the Applicant, so long as such modifications are in substantial conformance with the Development Plan, and are provided in the quality and quantity of that shown on the Development Plan. Plaza areas shall be constructed concurrently with the development of the respective phase of the project.

15. Any landscaping shown the Development Plan to be provided in an existing or proposed utility easement shall be reviewed by the UFM prior to approval of the site plan. All vegetation provided in such easement shall be specifically chosen for viability (size, etc.) in the easement, as recommended by UFM. Any vegetation shown on the Development Plan that is not able to be installed as shown because of the easements shall be relocated outside the easement in a location serving the same purpose as that shown on the Development Plan, as recommended by UFM.

16. The Applicant shall construct in the location shown on the Development Plan, a continuous architectural and solid wood fence, a minimum of 6' in height. The solid wood fence shall be board-on-board alternating on each side and overlapping. The fence shall be of good quality and durability constructed in a professional manner utilizing sound materials and assembled with screws so as to assure longevity and reduce maintenance and repairs. The fence shall be maintained in good repair at all times by the property owner, including repair of any graffiti vandalism within thirty days of such occurrence. Points of access shall be provided in the form of gates for the purpose of accessing the storm water management facility and other property points. A sign shall be erected indicating that gates shall remain locked at all times.

**SIGNAGE AND OTHER DESIGN DETAILS**

17. A. Signage for the Property shall be provided in accordance with a Comprehensive Sign Plan or appropriate amendments, as deemed necessary, addressing signage needs of tenants of the Property.

B. All free-standing signs shall be monument. No pole signs (excepting directional signage on-site) shall be permitted.

18. In coordination and consultation with the Sully District Supervisor, the Applicant shall fund the provision of one historical marker on the site. Said funding shall include the completion of the archival research that supports the marker and the drafting of the marker text. The Sully District Supervisor shall approve the final text prior to the manufacturing of the marker. Such marker shall not exceed eight (8) square feet in area. The marker will be a Fairfax County Park Authority-style wayside trail marker (comparable in size and style to a Virginia Civil War Trails marker). Said marker shall be placed at a point along the site's frontage on

Route 50, so as to be legible to pedestrians on the frontage sidewalk. This marker shall be installed by the Applicant prior to site plan bond release. The Applicant shall dedicate public access easements for use as a public commemorative monument in the area along the Property's Route 50 frontage as shown on the Development Plan.

19. In order to minimize any potentially adverse impacts from service activities taking place at the rear of the grocery store, the Applicant commits to the following:

No truck deliveries, including trash removal, shall be permitted within the project between 11 :00 p.m. and 6:00 a.m. daily.

20. A. The architecture of the proposed buildings on Tax Map 46-3 ((1)) 15A3 shall be in substantial conformance with the architectural elevations shown on Sheets 19A-D of the Development Plan. The proposed buildings shall have similar architectural treatment and materials on all four sides.

B. The architectural materials of the proposed development on Tax Map 46-3 ((1)) 15A3 shall consist of any of the following materials used singly or in combination with other materials: Brick masonry, architectural CMU, EIFS, architectural metals and glazing systems. The same colors and types of materials shall be used on all buildings, including the pad site. Architectural details to demonstrate conformity shall be provided on all final site plans. A palette of no more than 2 base colors and 3 accent colors will be provided at first building permit application and all buildings shall use these colors.

C. The façade of the existing office building shall be either repainted or refaced to compliment the color schemes and materials of the proposed building prior to issuance of a Non-RUP for any of the new buildings.

D. The façade of the commercial pad site building shall be consistent in color and materials with the other buildings in the Center, including use of the palette of colors referenced in Par. B of this proffer, and consistent on all four sides of the building.

E. All dumpsters will be fully screened.

21. No temporary signs (including "Popsicle" style paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code or Virginia shall be placed on or off-site by the Applicant or at the Applicants' direction to assist in the initial sale or rental of space on the Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing and sale and/or rental of residential units on the Property to adhere to this proffer.

22. Subject to the approval of VEPCO, the Applicant shall place a minimum of 700 linear feet of the existing distribution lines running parallel to Fair Ridge Drive underground during site construction. Applicant shall also provide four (4) eight-inch (8") underground ducts along the Property's Route 50 frontage for VEPCO's future use. In the event VEPCO does not approve the undergrounding of these lines, the Applicant must demonstrate in writing VEPCO's disapproval.

23. Site amenities (street furniture, lighting, bicycle racks and trash receptacles) as shown on the Development Plan shall be installed throughout the site in public plaza areas.

24. All on-site lighting shall comply with Article 14.

25. Rooftop equipment on buildings A and B2 shall be screened where units would be visible from off-site.

**VEPCO SUBSTATION**

26. The Applicant shall construct curb cuts along the travel aisle adjacent to the substation in locations determined by VEPCO and in substantial conformance with that shown on the Development Plan.

**FAIR WOODS LANDSCAPING**

27. Prior to the issuance of the first Non-RUP for Building A, the Applicant shall contribute the sum of $5000 to the Fair Woods Homeowners Association for trail and landscaping maintenance or other such improvements as deemed necessary by the Association.

## CHILD CARE

28. The child care center shall have a maximum daily enrollment of 200 children.

29. An enclosed outside play are shall be provided to accommodate a maximum of 50 children at one time in the area shown on the Development Plan.

30. Hours of operation shall be limited to 6:30 a.m. to 7:00 p.m. Monday through Friday.

31. The child care center shall comply with all applicable Health Department requirements.

## UTILITIES

32. At the time of site plan submission for the Independent Living Facility, the Applicant shall conduct a sanitary sewer capacity analysis study for the collector lines (8-15 inches) that serve the Property to determine their adequacy to handle the anticipated sewage from the proposed development. The Applicant shall make any sewer improvements determined necessary by DPWES based upon the results of the study.

## INDEPENDENT LIVING FACILITY (BUILDING D)

33. The Independent Living Facility shall be developed with a maximum of 100 dwelling units. The units shall only be available to tenants aged fifty-five (55) years and older and their spouse.

34. A minimum of seventy-five (75) percent of the total number of dwelling units in the Independent Living Facility shall qualify as "affordable" in accordance with federal, state and/or local affordable dwelling program requirements. The maximum income for qualified tenants of these units shall not exceed 70% of the Area Median Income ("AMI") of the Washington Metropolitan Statistical Area. Unless otherwise modified in accordance with the provisions of Section 2-814 and/or 2-816 of the Zoning Ordinance, fifteen (15) percent of the total number of dwelling units in the Independent Living Facility shall be administered as Affordable Dwelling Units, or another equivalent affordable dwelling unit program, in accordance with Part 8 of Article 2 of the Zoning Ordinance.

35. Each of the dwelling units within the Independent Living Facility shall be designed to incorporate standard industry accepted Universal Design Elements.

36. The Independent Living Facility shall include interior amenities for use by the residents of such facility, including, without limitation, multi-purpose rooms, libraries, parlors, exercise rooms, movie rooms, and/or gaming rooms.

A. Prior to issuance of the Non-RUP for the Independent Living Facility, the Applicant shall provide documentation to DPWES and DPZ that the building has been awarded certification in accordance with the EarthCraft House Program.

37. Prior to bond release for the Independent Living Facility or within occupancy of fifty (50) percent of the total number of units within the Independent Living Facility, whichever occurs first, the Applicant shall provide van or shuttle service for use by residents of the Independent Living Facility for transportation to transit facilities, shopping centers, medical offices, hospitals, recreational amenities and other destinations. The van or shuttle service shall be operational on an as needed daily basis by residents.

38. The Independent Living Facility shall be constructed with consistent materials on all four sides and in a manner in substantial conformance with the elevations contained within Sheets 18-19 of the Development Plan.

39. Prior to bond release for the Independent Living Facility, the Applicant shall install exterior recreational site amenities on Tax Map Parcels 46-3 ((1)) 15A1 and 15A2 in substantial conformance with those shown on the Development Plan.

40. Prior to issuance of the Non-RUP for the Independent Living Facility, and upon any change in management, the Applicant shall provide the contact information for the Independent Living Facility's management company to the President of the Fair Oaks Estates and Fair Woods Homeowner's Associations.

41. At least 100 parking spaces shall be reserved, in the general location depicted on the Development Plan, for exclusive use of the residents and employees of the Independent Living Facility. The Applicant shall provide signage indicating that these spaces are provided solely for use by the residents, employees and visitors of the Independent Living Facility.

42. Loading and trash removal services for the Independent Living Facility shall not occur before 6:30 a.m. or later than 10:00 p.m.

43. Prior to issuance of the Non-RUP for the Independent Living Facility and subject to VDOT approval, the Applicant shall install a concrete pad and a concrete pedestrian connection to the adjacent trail, unless otherwise installed by others, to permit the installation, by others, of a bus shelter to service the existing bus stop on Route 50 adjacent to Tax Map 46-3 ((1)) 15A3.

[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

APPLICANT / TITLE OWNER OF TM 046-3((1))
PARCEL 15A3

PENDER, L.L.C.

BY: Atlantic Realty Companies, Inc., its Manager

BY: _____
Stanley M. Barg

TITLE: Chief Operating Officer